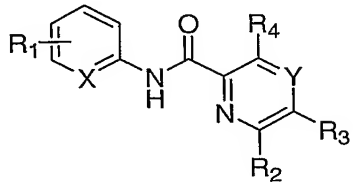
WHAT IS CLAIMED IS:

1. A compound represented by Formula (I):



or a pharmaceutically acceptable salt thereof wherein:

X is –N-, or -C-

Y is –N-, -C-, or C-halogen.

R_1 is selected from:

1) hydrogen,
2) C_{1-10}alkyl,
3) C_{2-10}alkenyl,
4) C_{2-10}alkynyl
5) C_{3-10}cycloalkyl,
6) heterocyclyl,
7) aryl,
8) heteroaryl,
9) $-NR^dR^e$,
10) $-CO_2R^d$,
11) $-OR^d$,
12) –CN, and
13) halogen,

where alkyl, alkenyl, alkynyl, cycloalkyl and heterocyclyl are optionally substituted with 1, 2, 3 or 4 substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R_2 is selected from:

1) hydrogen,
2) C_{1-10}alkyl,
3) C_{2-10}alkenyl,
7) C_{2-10}alkynyl,

8) C_{3-10}cycloalkyl,
9) heterocyclyl,
7) aryl,
8) –CN,
9) halogen,
10) $-OR^d$, and
11) heteroaryl,

where alkyl, alkenyl and alkynyl, cycloalkyl and heterocyclyl, aryl, and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 five substituents independently selected from R^b;

R_3 is selected from:

1) aryl,
2) $-NR^dR^e$,
3) halogen,
4) C_{1-10}alkyl,
5) $-OR^d$,
6) hydrogen, and
7) $-SR^d$,

where alkyl are optionally substituted with 1, 2, 3, 4 or 5 substituents selected from R^a;

R^2 and R^3 may be joined together with the atoms to which they are attached to form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

R_4 is selected from:

1) aryl,
2) heteroaryl,
3) $-NR^dR^e$,
4) halogen,
5) $-OR^d$,
6) hydrogen, and
7) SR^d;

where aryl and heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^b;

R^a is selected from:

1) hydrogen,
2) $-OR^d$,

3) $-NO_2$,
4) halogen,
5) $-S(O)_mR^d$,
6) $-SR^d$,
7) $-S(O)_mNR^dR^e$,
8) $-NR^dR^e$,
9) $-C(O)R^d$,
10) $-CO_2R^d$,
11) $-OC(O)R^d$,
12) -CN,
13) $-SiR^cR^dR^e$,
14) $-C(O)NR^dR^e$,
15) $-NR^dC(O)R^e$,
16) $-OC(O)NR^dR^e$,
17) $-NR^dC(O)OR^e$,
18) $-NR^dC(O)NR^dR^e$,
19) $-CR^d(N-OR^e)$,
20) CF_3, and
21) $-OCF_3$;

R^b is selected from:

1) R^a,
2) C_{1-10} alkyl,
3) C_{2-10} alkenyl,
4) C_{2-10} alkynyl,
5) C_{3-10}cycloalkyl,
6) heterocyclyl,
7) aryl, and
8) heteroaryl,

where alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, aryl, heteroaryl are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

R^c is selected from:

1) halogen,
2) amino,
3) carboxy,

4) cyano,
5) C_{1-4}alkyl,
6) C_{1-4}alkoxy,
7) aryl,
8) aryl C_{1-4}alkyl,
9) heteroaryl,
10) hydroxy,
11) CF_3, and
12) aryloxy;

R^d and R^e are independently selected from R^a, C_{1-10}alkyl, C_{2-10}alkenyl, C_{2-10}alkynyl and Cy, where alkyl, alkenyl, alkynyl and Cy are optionally substituted with 1, 2, 3, 4 or 5 substituents independently selected from R^c;

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5 , 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;
Cy is independently selected from cycloalkyl, heterocyclyl, aryl, or heteroaryl; and
m is 1 or 2.

2. A compound according to claim 1 wherein:
R_1 is selected from:

1) hydrogen,
2) C_{1-6}alkyl,
3) C_{2-6}alkenyl,
4) C_{2-6}alkylyl,
5) C_{3-6}cycloalkyl,
6) heterocyclyl,
7) aryl,
8) heteroaryl,
9) $-NR^dR^e$,
10) $-OR^d$,
11) $-CO_2R^d$,
10) –CN,
12) halogen;

where alkyl, alkenyl, alkylyl, cycloalkyl and heterocyclyl are optionally substituted with one to four substituents selected from R^a, and where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R_2 is selected from:

1) hydrogen,
2) C_{1-6}alkyl,
3) C_{2-6}alkenyl,
4) C_{3-6}cycloalkyl,
5) aryl,
6) heteroaryl,
7) –CN,
8) $-OR^d$, and
9) halogen,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R_3 is selected from:

1) hydrogen,
2) C_{1-6}alkyl,
3) aryl,
4) $-NR^dR^e$,
5) $-OR^d$,
6) $-SR^d$,
7) halogen;

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a;

R^2 and R^3 may be joined so that together with the atoms to which R^2 and R^3 are attached there is formed a cyclohexyl or phenyl ring;

R^4 is selected from:

1) hydrogen,
2) aryl,
3) heteroaryl,
4) $-NHR^d$,
5) $-OR^d$,
6) $-SR^d$,
7) halogen;

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b;

R^a is selected from:

1) hydrogen,
2) $-OR^d$,
3) halogen,
4) $-NR^dR^e$,
5) -CN,
6) CO_2R^d,
7) CF_3

R^b is selected from:

1) R^a,
2) C_{1-3} alkyl

where alkyl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c;

R^c is selected from:

1) hydrogen,
2) carboxy
3) C_{1-3}alkyl,

R^d and R^e are independently selected from R^a, C_{1-4}alkyl, cycloalkyl, aryl, or heteroaryl, where alkyl, cycloalkyl, aryl, or heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^c,

or R^d and R^e together with the atoms to which they are attached form a saturated or unsaturated ring of 4, 5, 6 or 7 members containing 0, 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen.

3. A compound according to Claim 2 wherein:

R^a is selected from:

1) hydrogen,
2) -CN,
3) halogen;

R^b is selected from R^a.

4. A compound according to Claim 3 wherein:

R_1 is selected from:

10) hydrogen,
11) methyl, ethyl
12) –C(O)-O-CH_3,
13) pyridinyl,
14) –CN,
15) imidazolyl,
16) chloro, bromo,
17) –CH≡CH, and
18) hydroxyl,

wherein alkyl and heterocyclyl are optionally substituted with 1 or 2 substituents selected from R^a, and where heteroaryl are optionally substituted with 1 or 2 substituents independently selected from R^b.

5. A compound according to Claim 3 wherein:

R_2 is selected from:

9) hydrogen,
10) Phenyl, optionally mono or di-substituted with a substituent selected from halo, – CH_3 and cyano,
11) CH_3, ethyl, butyl,
12) Bromo, chloro,
13) –CN,
14) –OCH_3,
15) pyridinyl, thienyl, and
16) –CF_3,

where alkyl, alkenyl, cycloalkyl, aryl and heteroaryl are optionally substituted with 1, 2 or 3substituents independently selected from R^b.

6. A compound according to Claim 3 wherein:

R_3 is selected from:

1) hydrogen,
2) –$N(CH_3)CH_3$,

3) CH_3,
4) piperidinyl,
5) –S-CH_3,
6) –NCH_2CH_3,
7) –OCH_3,
8) –N-CH_2-furanyl,
9) –N-$CH(CH_3)_2$,
10) CF_3,
11) phenyl,
12) chloro, and
13) $–NH_2$,

wherein alkyl is optionally substituted with 1, 2 or 3 substituents independently selected from R^a.

7. A compound according to Claim 3 wherein:

R_2 and R_3 together with the atoms to which they are attached form a ring selected from cyclohexyl and phenyl.

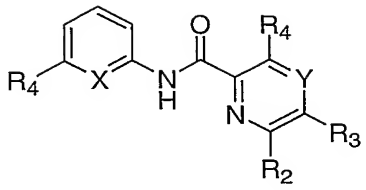
8. A compound according to Claim 3 wherein:

R4 is selected from:

1) hydrogen,
2) $–NH_2$,
3) hydroxyl,
4) –N-pyridyl,
5) –S-CH_3,
6) –N$(CH_3)_2$,
7) –N-C(O)-O-CH2C=CH_2.

where aryl and heteroaryl are optionally substituted with 1, 2 or 3 substituents independently selected from R^b.

9. A compound according to Claim 3 of Formula (Ia):



(Ia)

wherein

R_1 is selected from:

1) hydrogen,
2) methyl, ethyl
3) –C(O)-O-CH_3,
4) pyridinyl,
5) –CN,
6) imidazolyl,
7) chloro, bromo,
8) –CH≡CH-Si(CH_3)$_3$,
9) –CH≡CH, and
10) hydroxyl;

R_2 is selected from:

1) hydrogen,
2) Phenyl, optionally mono or di-substituted with a substituent selected from halo, – CH_3 and cyano,
3) CH_3, ethyl, butyl,
4) Bromo, chloro,
5) –CN,
6) –OCH_3,
7) pyridinyl, thienyl, and
8) –CF_3;

R_3 is selected from:

1) hydrogen,
2) –N(CH_3)CH_3,
3) CH_3,
4) piperidinyl,
5) –S-CH_3,

6) $-NCH_2CH_3$,
7) $-OCH_3$,
8) $-N-CH_2$-furanyl,
9) $-N-CH(CH_3)_2$,
10) CF_3,
11) phenyl,
12) chloro, and
13) $-NH_2$;

R_2 and R_3 together with the atoms to which they are attached form a ring selected from cyclohexyl and phenyl; and

R_4 is selected from:

1) hydrogen,
2) $-NH_2$,
3) hydroxyl,
4) –N-pyridyl,
5) $-S-CH_3$,
6) $-N(CH_3)_2$,
7) –N-C(O)-O-CH2C=CH_2.

10. A compound according to Claim 9 wherein R_3 is hydrogen or methyl.

11. A compound according to claim 9 wherein R_4 is hydroxyl, $-NH_2$ or –NH-aryl.

12. A compound according to Claim 9 wherein R_2 is halo or methyl.

13. A compound according to Claim 9 wherein R_1 is hydrogen or methyl.

14. A compound according to claim 9 wherein R_1 is hydrogen or methyl;
R_2 is halo or methyl;

R_3 is hydrogen or methyl; and

R_4 is hydroxyl, $-NH_2$ or –NH-aryl.

15. A compound selected from:

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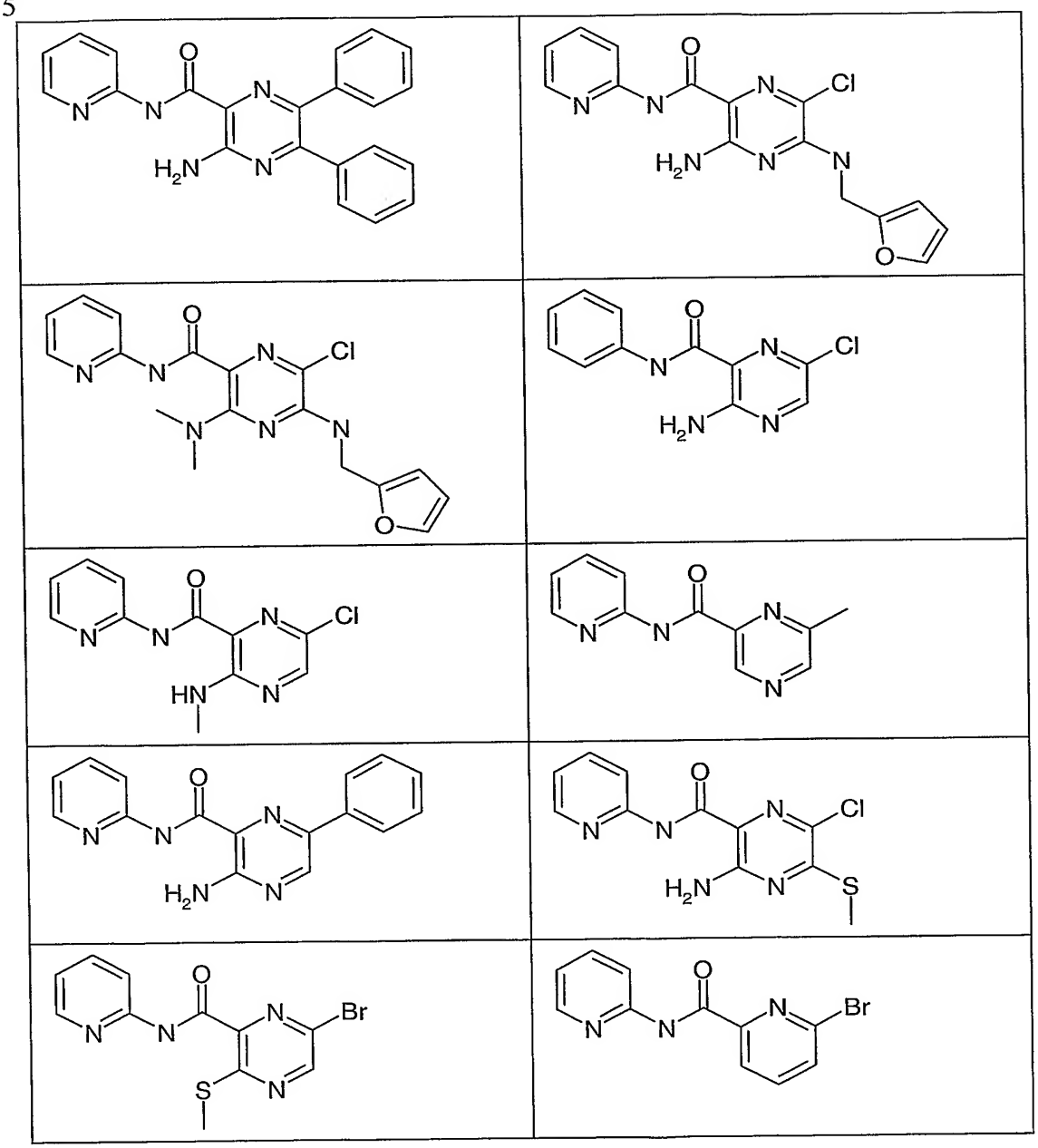

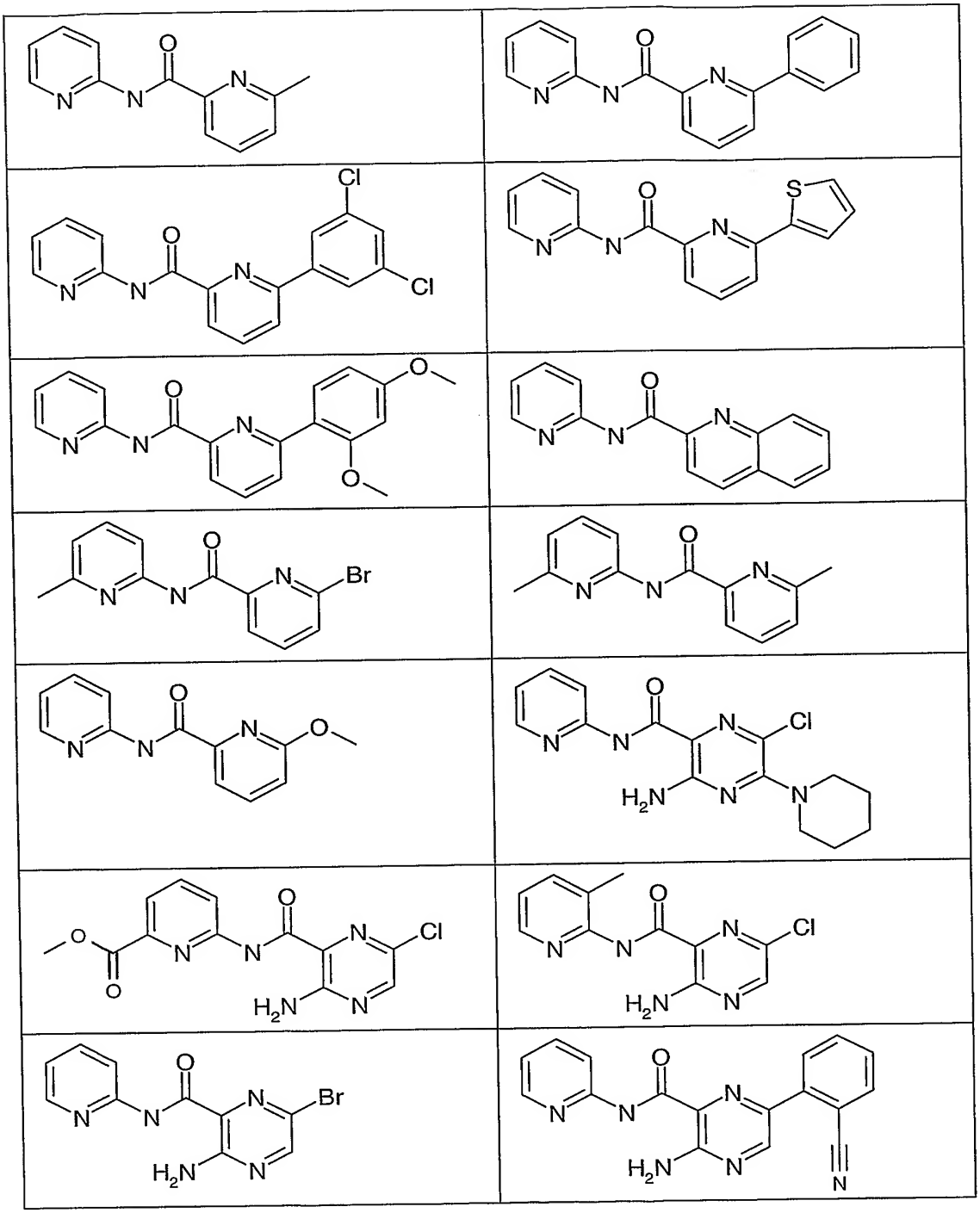

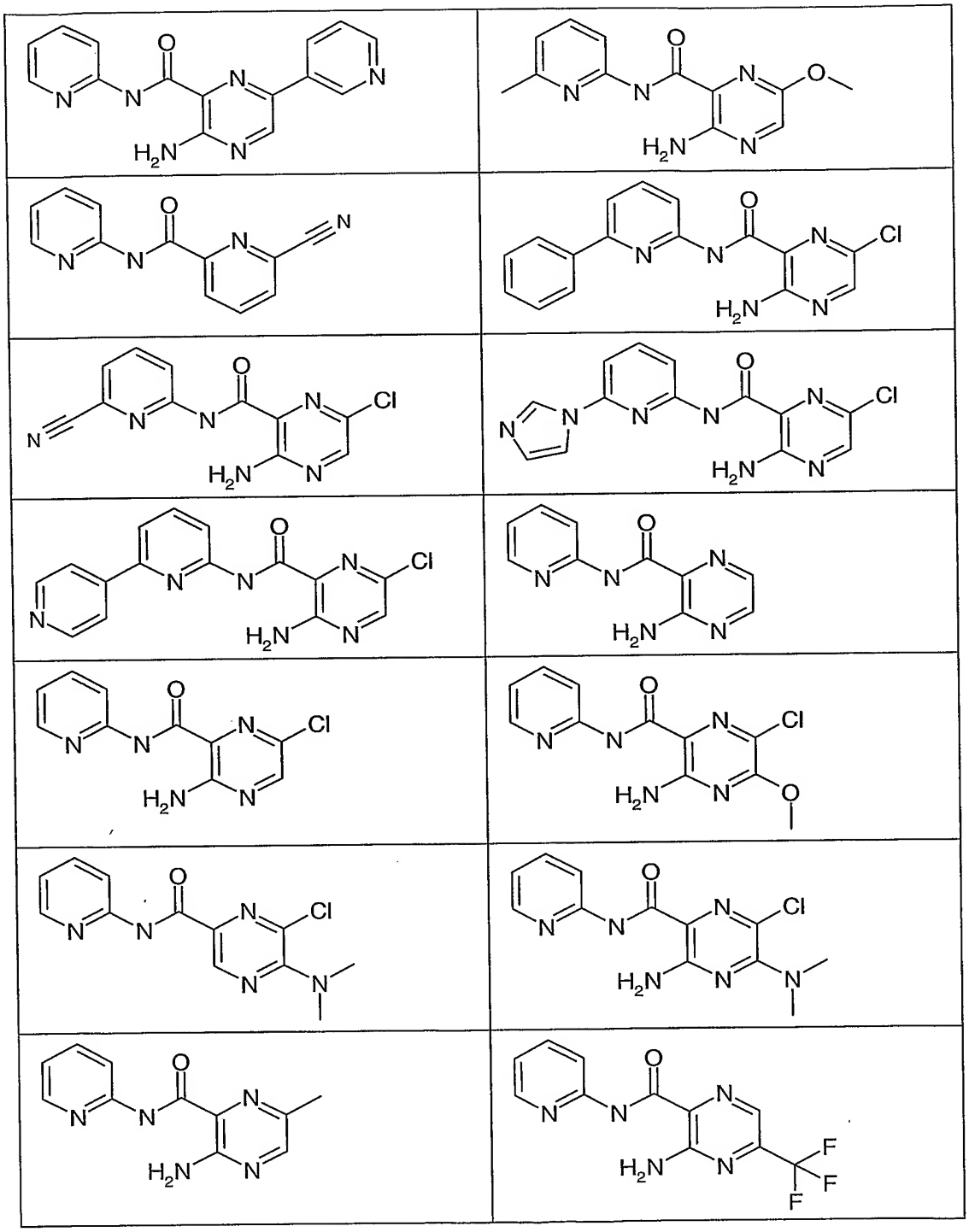

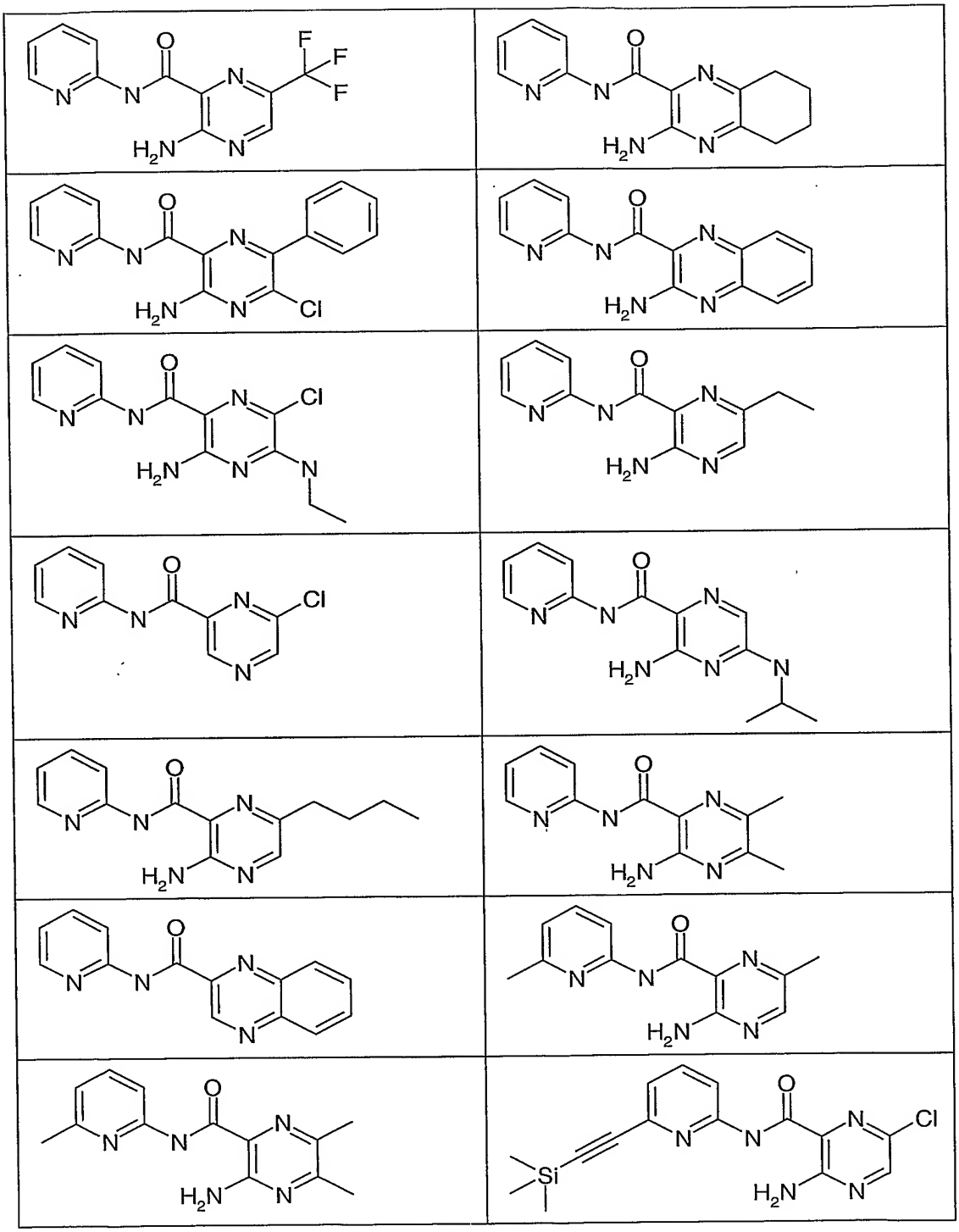

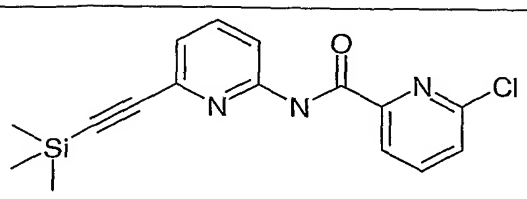	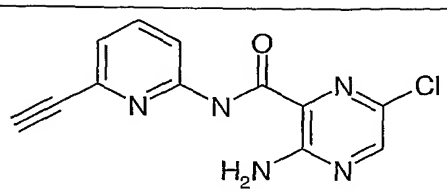
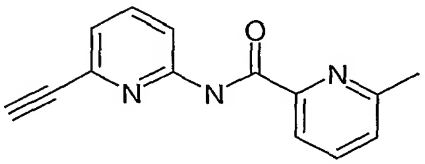	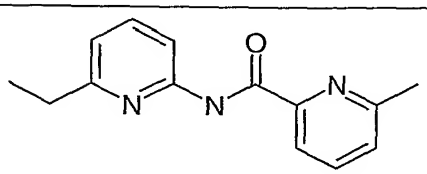
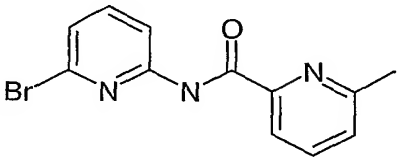	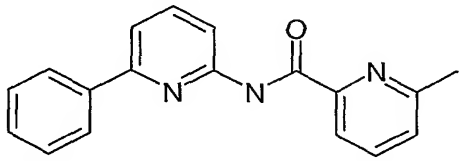
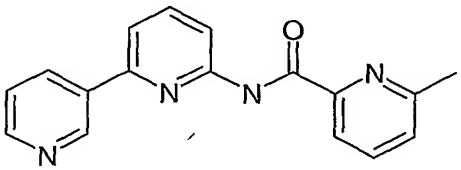	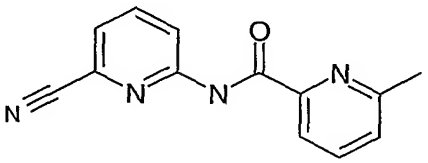
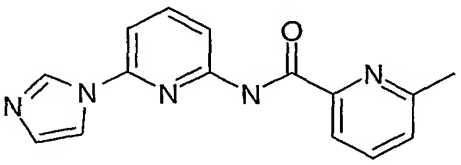	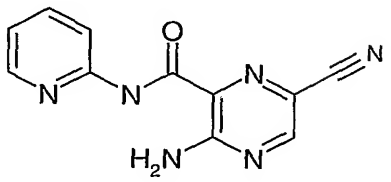
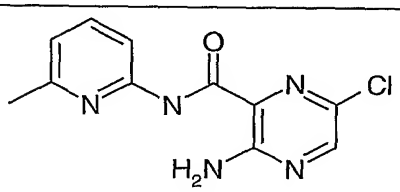	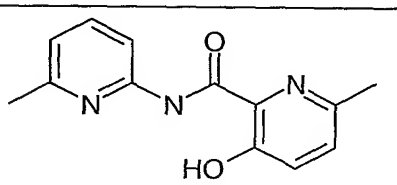
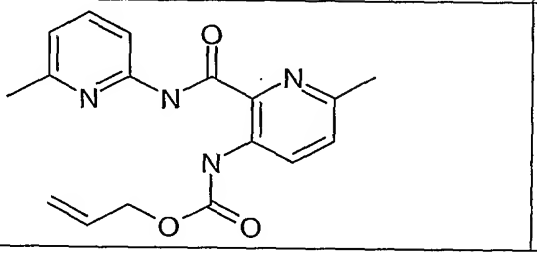	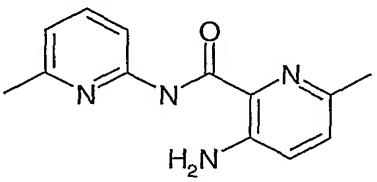

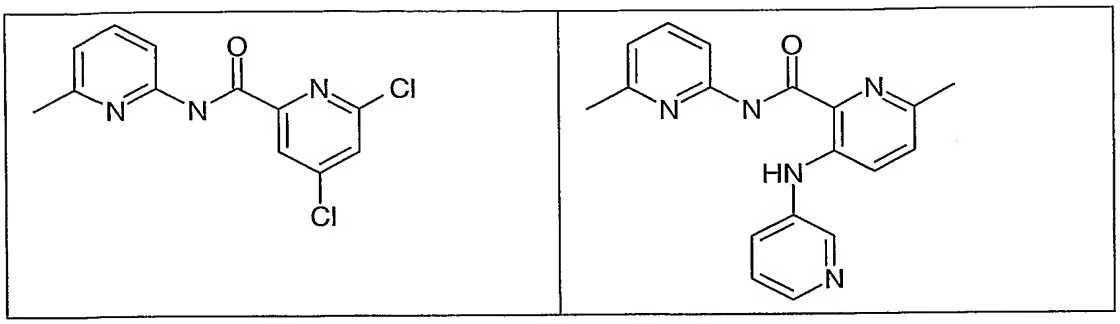

or a pharmaceutically acceptable salt thereof.

16. A pharmaceutical composition comprising a therapeutically effective amount of the compound according to claim 1, 2, 9 or 15, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

17. A method of treatment or prevention selected from:

1) treatment or prevention of pain comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

2) treatment or prevention of a pain disorder wherein said pain disorder is acute pain, persistent pain, chronic pain, inflammatory pain, or neuropathic pain, comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

3) treatment or prevention of anxiety, depression, bipolar disorder, psychosis, drug withdrawal, tobacco withdrawal, memory loss, cognitive impairment, dementia, Alzheimer's disease, schizophrenia or panic comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

4) treatment or prevention of Parkinson's disease comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

5) treatment or prevention of anxiety disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

6) treatment or prevention of epilepsy comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

7) treatment or prevention of cognitive dysfunction comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

8) treatment or prevention of drug addiction, drug abuse and drug withdrawal comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof;

9) treatment or prevention of circadian rhythm and sleep disorders comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof; and

10) treatment or prevention of obesity comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

18. The method of claim 17 wherein said anxiety disorder is panic attack, agoraphobia or specific phobias, obsessive-compulsive disorders, post-traumatic stress disorder, acute stress disorder, generalized anxiety disorder, eating disorder, substance-induced anxiety disorder, or nonspecified anxiety disorder.

19. The method of claim 17 wherein the circadian rhythm and sleep disorders are shift-work induced sleep disorder or jet-lag.